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TORONTO STOCK EXCHANGE

FILING STATEMENT No. 348.
ACCEPTED FOR FILING, AUGUST 20th, 1959.

STANWELL OIL & GAS LIMITED

Full corporate name of Company
Province of Ontario. Incorporated 11th June, 1945. Part XI
Companies Act. By Supplementary Letters Patent - 12th May, 1952.
Particulars of incorporation (e.g., Incorporated under Part IV of The Corporations Act, 1953 (Ontario) by
Letters Patent dated May 1st, 1957)

FILING STATEMENT

Reference is made to previous
Filing Statement No. 77.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

AUG 25 1959

1. Head office address and any other office address.	Room 310, 62 Richmond Street West, Toronto, Ontario.
2. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Stanwell proposes to purchase 1,000,000 shares of Concord Realty Development Corporation (a Delaware Corporation whose shares have a par value of 50¢) for \$500,000.00. See Schedule 'A' at pages 2 & 3 for details.
3. Names, addresses and chief occupations for the past five years of officers and directors.	C. Douglas Cameron 20 DeForest Road, Toronto. President and has been President of Stanwell for over 7 years with the exception of a few months when a Nominee of Blair Holdings Corporation was in office. E. Franklin Furniss 39 Marydon Cresc. Agincourt, Ontario. Secretary-Treasurer; has held this post in Stanwell for over 7 years with the exception of a few months when a Nominee of Blair Holdings Corporation was in office. E.E. Noonan 5 DuMaurier Boulevard, Toronto. Has been a Director of Stanwell for the past 2 years and for the past 6 years has been Treasurer of Van der Hout Enterprises Limited. Geoffrey C. Teuten Adlington House, The Barton, Cobham, Surrey, England. Has been a Director of Stanwell for the past 2 years and is now and has been for the past 5 years a partner in Earnshaw Haes & Sons members of the London Stock Exchange, England. Maurice Moss 8 Green St. Mayfair, Park Lane, London W.1. England. Has been a Director of Stanwell for the past 2 years and for the past 5 years has been a member of one of Lloyds of England Underwriting Group, a Director of Guardian Eastern Insurance Co. of London, England, and a Director of several Textile Manufacturing firms in Manchester, England. R. Charles Ayling, 17 DeForest Road, Toronto, has been a Director of Stanwell for several months and for the past 5 years has been retired, and was formerly, for many years, one of the executives at the T. Eaton Company. P. Waxer, 327 Courtleigh Boulevard, Toronto, was elected a Director of Stanwell at the recent Annual Meeting; and for over 5 years has been Secretary-Treasurer of Stuyvesant-North Ltd.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized 4,000,000 shares having a par value of \$1.00 each. Issued and fully paid for 3,733,334.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding or proposed to be issued.	None
6. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	458,800 Earnshaw Haes & Sons, 28 Throgmorton St., London E.C.2, England. 103,000 Robert Benson, Lonsdale & Co. Ltd., 27 Old Broad St., London, England. 100,100 Bay & Co. #2 A/c. Bond Dept. Imperial Bank, Toronto, Ontario, beneficially owned by M. Moss, Director. 78,300 F.N. Komp Gee & Co., 20 Copthall Ave., London E.C.2, England. 103,015 Jenkins Evans & Co. Ltd., 360 Bay Street, Toronto, Ontario. To the knowledge of the Company, we do not know who are the beneficial owners of the shares listed above, except those of M. Moss.
7. Details of any treasury shares now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None
8. Names and addresses of persons having any interest, direct or indirect, in underwritten or optioned shares or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None
9. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None
10. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings. (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	None

SCHEDULE "A"

Stanwell proposes to implement the Resolution passed by the Shareholders at the meeting held on the 19th day of June, 1959, to acquire a real estate interest in Florida. To do so, the Directors have authorized Stanwell to enter into an Agreement with Concord Realty Development Corporation to purchase one million shares of Concord Realty Development Corporation at 50¢ per share par value, namely, \$500,000.00 and the Agreement has been duly entered into.

ever 28 JUN

The Agreement provides that as a condition Stanwell shall make the necessary filing with the Toronto Stock Exchange to purchase the shares and that if the filing is not accepted by the Toronto Stock Exchange, the obligation to purchase shares shall not be binding on Stanwell. Stanwell is to promptly present the documents to the Toronto Stock Exchange and to have a reasonable time to obtain such consent for filing.

Concord Realty Development Corporation is a Corporation incorporated under the laws of the State of Delaware with an authorized capital of five million shares with a par value of 50¢ per share. The total issued shares of that Company are 600,000.

There are no commitments for the issuing of any additional shares or underwritings in connection therewith, and no additional shares are to be issued pending the completion of this matter except the one million shares that may be issued to Stanwell.

The real estate interest to be acquired is in Florida and is owned by Concord Shopping Centre Inc., a Florida Corporation. Concord Shopping Centre Inc. has an authorized capital of one thousand shares of \$1.00 par value each, all of which are issued. These one thousand shares of Concord Shopping Centre Inc. are owned by Concord Realty Development Corporation.

The lands are a sub-division consisting of 70 acres in one unit. These lands are located in East Dade County, Section 18, Township 54, South Range. The lands are fronting on Bird Road, a highway about two miles south of Coral Gables. Coral Gables is in the immediate Miami City area.

There are approximately 6,000 homes of well-to-do persons that have been built in the area of this acreage within the last four years.

The property has been examined by Mr. James I. Stewart, M.A.I., B.A., M.Com., of Shortill & Hodgkins of Toronto, and Mr. T.W. Slack, M.A.I., of Miami, Florida, well-known experts in the appraisal of real estate, and they have very favourably reported in connection with these lands, both as to the value and the potential. Copies of their reports are on file at the Toronto Stock Exchange.

Plans are now being proceeded with for the erection of the necessary buildings for a shopping centre on the front 20 acre area and the remaining 50 acres are being reserved for future development.

15 year leases have been signed between the Concord Shopping Centre and F.W. Woolworth Company, W.T. Grant Company, Liggett's Drugs, and Grand Union Stores. Leases which have been tentatively approved for 15 year leases have been arranged between Shoe Corporation of America and Western Auto. A 20 year lease has been arranged with Jackson's Department Stores. These leases represent more than 60% of the rental space and the balance of space is being reserved for local tenants who also want to be part of the shopping centre program.

The gross rental for the leases already signed and the additional contemplated rents from the additional leases to be entered into, plus the additional revenues to be derived from the percentage basis of the leases where sales exceed a certain amount, as indicated in the reports, will show a very substantial rental revenue return on a highly profitable basis. The rentals for the 20 acres will aggregate an estimated \$265,000.00 to \$300,000.00 annually.

Under the Agreement for the purchase of the Concord Realty Development Corp. shares, Stanwell will have the right to designate and have elected all the Directors of Concord Shopping Centre Inc. It will also have the right to designate and have elected a majority of the Directors of Concord Realty Development Corporation. Similarly, it will have the right to designate and have elected all the Officers of both these Companies. These elections of Directors and Officers will be done concurrently with the closing of the transaction.

Concord Realty Development Corporation has no debts or commitments or obligations and on the completion of this transaction, will have in its treasury \$500,000.00 cash and also have issued one million, six hundred thousand shares. Concord Shopping Centre will be subject to a land mortgage of \$200,000.00, maturing in three years, particulars of which are later explained, and also subject to an indebtedness of \$170,447.17, for an unpaid advance made in connection with the property. This latter indebtedness, which is also further explained later, is not subject to any repayment for a period of at least twelve months after the shopping centre is in operation, and then is repayable over a period of three years. The interest payable on the mortgage for this indebtedness, is at the rate of 6% per annum.

The mortgage covers 55 acres of the land only and a payment of \$32,000.00 on account of the mortgage principal, the 20 acres being development for the shopping centre are to be free of mortgage.

There is provision in the mortgage for the right of prepayment.

The above indebtedness of \$170,447.17, apart from the mortgage, represents pre-development costs incurred by Concord Shopping Centre, relating to Architects fees, Appraisal fees, other incidental fees and part of the unpaid purchase price of the 70 acres.

Mr. Alex G. Fisher, C.A., Toronto, has been responsible for the acquisition of the shopping centre acreage and its ownership by Concord Shopping Centre. He has been substantially interested as a Shareholder of Concord Shopping Centre, and as a result now continues to be interested in the 70 acres of land by his being the largest shareholder beneficially interested in the presently issued shares of Concord Realty Development Corporation.

Concord Shopping Centre in Florida was incorporated in 1958 and the land was acquired at that time. Mr. Fisher is a Chartered Accountant in Toronto, and is a member of the firm of Fisher, Gordon & Company, who are the Auditors of Stanwell. He is also the creditor of Concord Shopping Centre in the above amount of \$170,447.17, representing money advanced by him in connection with the foregoing matters.

Mr. Fisher has agreed that he will make no claim for repayment of any of his moneys advanced for at least twelve months after the shopping centre has been in operation. The indebtedness to him will bear interest at the rate of 6½% per annum. It will be repayable \$25,000.00 one year thereafter, \$50,000.00 two years thereafter and the balance three years thereafter.

The moneys to be made available to complete the erection and completion of the 20 acre shopping centre are to be arranged by mortgage financing. At the present time, one of the nationally known Insurance Companies, is actively considering a loan for such purposes. There will also be available the \$500,000.00 from Concord Realty Development Corporation and any moneys so advanced by Concord Realty Development Corp. to Concord Shopping Centre Inc. shall be by way of loan. This loan shall also bear interest at the rate of 6½% per annum. The loan shall be repayable to Concord Realty Development Corporation on a pro rata arrangement with Alex Fisher, based upon the respective amounts that may be owing to him and to Concord Realty Development Corporation from Concord Shopping Centre Inc. There will be no right to prepay one indebtedness prior to the other, only on a pro rata basis.

It is estimated that the moneys to be available for mortgage financing and Concord Realty Development Corporation will be adequate for the shopping centre purposes as indicated in the Appraisal reports.

The Agreement with Concord Realty Development Corporation is also subject to a provision that Concord Shopping Centre Inc. shall have good title to the 70 acres of land in accordance with the terms of the Agreement and that all matters required to be completed to give Stanwell control of the Concord Realty Development Corporation and the ownership by the Concord Realty Development Corporation of all the issued shares of Concord Shopping Centre Inc. are a condition precedent to closing.

FINANCIAL STATEMENTS

STANWELL OIL & GAS LIMITED

BALANCE SHEET

as at May 31, 1959.

ASSETS

CURRENT ASSETS

Cash	568,682.77
Short Term Investments in Bank	
Deposit Receipts.	225,000.00
Accounts Receivable.	43,272.54
Refundable Deposits.	1,425.00
	<u>838,380.31</u>

INVESTMENTS AT COST

Marketable common shares of oil companies (market value 468,764.01	460,687.08
Other Common shares of mining and oil companies	<u>12,001.00</u> 472,688.08

CAPITAL ASSETS

Petroleum and natural gas leases and reservations:	
Producing 31,099.00	
Non-producing <u>989,704.99</u>	1,020,803.99
Well Costs:	
Producing wells 360,514.15	
Well standing capped <u>16,842.36</u>	<u>377,356.51</u>
	1,398,160.50
Less: Accumulated depletion and amortization.	<u>220,300.66</u>
	<u>1,177,859.84</u>
Oil production equipment at cost 113,574.74	
Less accumulated depreciation <u>95,742.80</u>	17,830.94
Mining claims at cost	100,000.00
Mine buildings & equipment at nominal value	<u>1.00</u> 1,295,691.78

Deferred Expenditures and Other Assets:

Deferred exploration, development and administrative expenditures	949,197.46
Inventory of well supplies, at cost	5,123.26
Sundry advances 19,816.97	
Less: Allowance for doubtful accounts <u>19,815.97</u>	1.00
Prepaid Insurance	259.30
Incorporation & Organization expenses	<u>12,380.87</u> 966,961.89
	<u>3,573,722.06</u>

LIABILITIES & CAPITAL

Current Liabilities:

Accounts Payable.	12,785.07
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Capital and Deficit:

Capital stock:

Authorized - 4,000,000 shares of \$1.00 par value each	
Issued as fully paid - 3,733,334 shares	3,733,334.00
Deduct: Discount less premium of \$150,000.	<u>160,000.00</u>

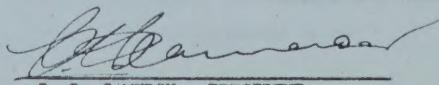
3,573,334.00

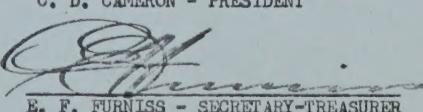
Less: Deficit representing loss or disposal of investments	<u>12,397.01</u> 3,560,936.99
	<u>3,573,722.06</u>

NOTE:

This is a preliminary balance sheet and does not
include depreciation of equipment, depletion of
oil and gas leases nor amortization of well costs
for the 5 month period ending May 31, 1959.

CERTIFIED CORRECT


C. D. CAMERON - PRESIDENT


E. F. FURNISS - SECRETARY-TREASURER

STANWELL OIL & GAS LIMITED

SCHEDULE OF RECEIPTS & DISBURSEMENTS

January 1, 1959 - June 30, 1959.

RECEIPTS

As at 6/30/59.

Gross Oil Sales - Leduc Lease	23,122.11
Net Oil Sales - Amurex Lease	2,360.18
Net Oil Sales - Stony Plain Lease	78.18
Gross Oil Sales - Erskine Leases	31,850.29
Interest earned on Bank Deposit Receipts	3,515.16
Interest earned on Bank Deposits	6,363.37
Received from Partner re Well Costs	6,535.05
Received from Partner re Lease Rentals	4,280.48
Received from Partner re Engineering Costs	46.56
Received re Travel Expenses	331.85
Sale of Inventory	623.30
Return of Purchase Price of Lease	480.00
	\$ 79,586.53

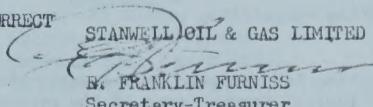
DISBURSEMENTS

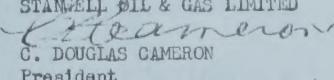
Accounting & Secretarial Services	6,000.00
Legal & Audit	6,124.25
Transfer Agents Fees & Expenses	1,800.20
Directors' Fees	700.00
Travel Expenses	1,548.16
Stationery & Printing	139.71
General Expenses	119.68
Charitable Donations	200.00
Bank Charges	1.11
Shareholders' Meeting Expense	92.42
Stock Exchange Fees	100.00
Government Fees & Taxes	168.48
Telephone & Telegraph	2,840.10
European Directors' Expenses	4,028.17
Calgary Office Expenses	2,331.91
Western Manager's Salary	5,000.00
Geologist Fees & Expenses	1,901.80
Oil & Gas Lease Rentals	16,940.54
General Surface Exploration (Arctic)	2,500.00
Property Investigations	250.00
Operating Costs - Leduc Lease	5,187.13
Battery Costs - Leduc Lease	850.53
Royalties Paid - Leduc Lease	3,239.86
50% Net Oil Sales to Partner - Leduc Lease	4,982.19
Operating Costs - Erskine	2,370.89
Purchase of Inventory Supplies	709.74
Advances to another Mining Company	100.00
Insurance	221.80
Office Furniture	1,090.00
Drilling & Related Costs	6,280.48
Paid Out re Purchase of Oil Lease (Subsequently Returned)	480.00
	\$ 78,299.15

SUMMARY

Bank Balance - December 31, 1958	574,562.47
Receipts - January 1, 1959 to June 30, 1959.	79,586.53
	654,149.00
Disbursements - January 1, 1959 to June 30, 1959.	78,299.15
Bank Balance - June 30, 1959.	\$ 575,849.85

CERTIFIED CORRECT

STANWELL OIL & GAS LIMITED

 B. FRANKLIN FURNESS
 Secretary-Treasurer

STANWELL OIL & GAS LIMITED

 C. DOUGLAS CAMERON
 President

Stanwell Oil & Gas Limited



August 21, 1959.

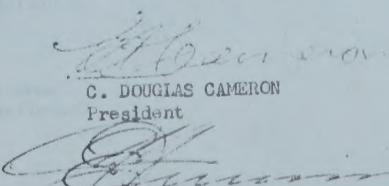
The Toronto Stock Exchange,
 234 Bay Street,
 Toronto, Ontario.

Dear Sirs:

We hereby certify that there has been no material change in the assets and liabilities of the Company since 31st May, 1959.

Yours very truly,

STANWELL OIL & GAS LIMITED


 C. DOUGLAS CAMERON
 President


 B. FRANKLIN FURNESS
 Secretary-Treasurer

Note - The following are excerpts from an Appraisal Report by James I. Stewart, M.A.I., on the Concord Shopping Centre, Miami, Florida, U.S.A. dated July 24th, 1959. A complete copy of the report is on file with the Toronto Stock Exchange.

SHORTILL & HODGKINS LIMITED

Realtors

347 BAY STREET, TORONTO 1

PROFESSIONAL REAL ESTATE DIVISION
APPRASERS & CONSULTANTS

TELEPHONE
EMPIRE 3-2023

July 24th, 1959.

Stanwell Oil & Gas Limited,
310 Temple Building,
62 Richmond Street West,
Toronto, Ontario.

Dear Sirs:

re: Appraisal and Analysis -
Concord Shopping Centre,
Miami, Florida

Pursuant to your request for an estimate of the market value of the above property, I have examined same and submit herewith estimates thereon.

The accompanying report of 16 Pages contains the results of my investigations.

In submitting this report, I certify as follows:

1. That the within described property has been inspected.
2. That I have no interest, present or contemplated, therein.
3. That my employment in making this appraisal is in no way contingent on the amount of my estimate of value.
4. That this appraisal has been made in conformity with the Rules of Professional Ethics of the American Institute of Real Estate Appraisers of the National Association of Real Estate Boards, and the Appraisal Institute of Canada.

In my opinion, as of July 15th, 1959, the market value of the property is as follows:

Initial stages of Shopping Centre -	20 acres -	\$345,000
Remainder of Bird Road frontage -	10 acres -	\$155,000
Rear 40 acres	- 40 acres -	<u>\$480,000</u>
TOTAL	70 acres -	<u>\$980,000</u>

In connection with the above estimates, the following points should be noted:

- (1) It is assumed that the shopping centre will be developed as outlined in Mr. Slack's reports.
- (2) The property is presently zoned for commercial utilization and is the only large area within a radius of several miles which is so zoned; this implies that the supply of property usable for such purposes is to all intents and purposes, confined to the subject property.
- (3) There is little existing competition within the logical trading area of the proposed centre.
- (4) The demand, both existing and proposed, for a major shopping centre is currently effective within the logical trading area of the proposed centre.
- (5) Residents of the trading area are typically middle-income families who spend a considerable portion of their disposable income on consumer goods; this feature is magnified insofar as Florida residents are concerned in that under the State Homestead Act, taxes on residential real property are very low, leaving more money available for other purposes.
- (6) The tenants obtained to date are of high calibre. They will provide great tractive power in the obtaining of local tenants and of shoppers.
- (7) Minimum rentals are fair as are percentage allowances and it is anticipated that substantial excess rentals will be earned.
- (8) The property itself is level and is ripe for development. Initial plans of development appear to be realistic and should utilize 30 or so acres; however, only 20 acres have been evaluated as being part of the initial stage of development as this was the extent to which Mr. Slack's reports went.
- (9) The major uncertainty in the whole development is that the land remaining (which is also zoned commercially) may not be required for commercial purposes and would have a considerably lower value than that assigned thereto herein, if under residential utilization. It is felt, however, that with the rapid development in the area, it is a worthwhile venture to assume that some economic use for this remaining land will appear in the near future.

Yours very truly,

SHORTILL & HODGKINS LIMITED

/bs

James I. Stewart, M.A.I.,
Consultant and Chief Appraiser.

Concord Shopping Centre, Miami

Conclusions

(1) The writer is of the opinion that the proposed development is economically sound and that the estimated value of the land for this part of the property, i.e. \$345,000 is quite conservative.

(2) It further appears that additions to the centre within the near future could well have the result of making at least as much additional land as is now allocated for the shopping centre ripe for similar development.

(3) The remainder of the land now comprising 50 acres appears to have little proximate future potential for normal commercial purposes and only under such utilization does its estimated value of \$12,000 per acre appear to be justified. The growth in the area and the ease of development is fantastic and hence growing demand for shopping and other facilities is inevitable.

(4) As noted herein, residential developers appear to have avoided entering the shopping centre field if adequate facilities for their purchasing home owners are provided: the subject property is of such an area and under such zoning that it might well be developed into a major centre to serve many as yet undeveloped tracts of land to the north and west, as well as the already developed property to the south: this might well require the use of all or most of the 70 acres available for general or special commercial purposes.

(5) Summary of Value:

(a) Estimated land Value of first phase of shopping centre	-	\$345,000
(b) Estimated land Value of remaining Bird Road frontage	-	\$155,000
(c) Estimated land Value of rear 40 acres	-	\$480,000

In the opinion of the writer, the market value of the property, as of the effective date hereof is \$980,000

QUALIFICATIONS OF JAMES I. STEWART

MEMBER:

Law Society of Upper Canada
American Institute of Real Estate Appraisers
Appraisal Institute of Canada
Society of Residential Appraisers
Urban Land Institute

PROFESSIONAL EXPERIENCE:

Past Director of Education - C.A.R.E.B. and T.R.E.B.
Lecturer in Appraisal to Real Estate Boards in Canada
Lecturer in Appraisal - University of Toronto
Lecturer in Land Economics - University of Toronto
Consultant and Chief Appraiser - Shortill & Hodgkins Limited

EDUCATIONAL BACKGROUND:

Academic:

<u>Institution</u>	<u>Degree Received</u>
University of Toronto	Bachelor of Arts
Osgoode Hall Law School	Barrister at Law
University of Toronto	Master of Commerce

Has completed the basis Town Planning Course at the University of Toronto and is currently enrolled in Post Graduate Courses leading to the degree of Master of Arts in Economics.

Professional:

Appraisal Course I	Northwestern University, A.I.R.E.A.
Appraisal Course II	Northwestern University, A.I.R.E.A.

Mr. Stewart has either prepared or supervised the preparation of appraisal reports on over 1300 properties and has been retained in this regard by all classes of clients, including:

Federal Government	Industrial Concerns	Land Developers
Provincial Government	Loaning Institutions	Government Bodies
Municipal Government	Private Individuals	and Corporations

Mr. Stewart has prepared appraisal report for properties in many cities of Ontario, including the following communities:

Atikokan	Cornwall	Malton	Sault Ste. Marie
Aurora	Galt	Metropolitan Toronto	St. Thomas
Belleville	Georgetown	Montreal	Sudbury
Brampton	Hamilton	Morrisburg	Trenton
Brantford	Iroquois	Newcastle	Uxbridge
Chatham	King	Ottawa	Whitby
Cooksville	Kitchener	Sarnia	Welland
			Windsor

11. Brief statement of company's chief development work during past year.	<p>In partnership with British American Oil Company drilled a dry hole to a depth of approximately 5,600 feet in the North Erskine area in the Province of Alberta. In Sombra Township in Lambton County in the Province of Ontario, drilled a dry hole jointly with Imperial Oil Limited.</p> <p>In the Chinchaga River area in Northwestern Alberta in which our Company has an interest with Pan American Petroleum Corporation they conducted a broad exploration programme including the drilling of one test well.</p> <p>Early in 1958 in partnership with B.A. Oil Company, Canadian Superior Oil of California and New Superior Oil of Canada Limited, completed a commercial natural gas well in the Nevis area in Alberta; this well had an open flow tested at 5½ million cubic feet per day with 11 barrels of distillate per 1 million cubic feet of gas.</p> <p>Have examined and appraised a substantial number of natural gas and oil deals in Western Canada; these were rejected as not advantageous to Stanwell.</p>
12. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>Our Western Canada Manager, Mr. R.H.C. Harrison, Q.C. is at all times actively considering various proposals and deals for the expansion of Stanwell's participation in the Petroleum Industry in Western Canada.</p> <p>In an endeavour to expand the Company's petroleum activities, Stanwell joined with Western Decalta Petroleum Company Limited in submitting bids at a recent Province of Alberta Sale of Crown oil and gas leases; we were unsuccessful in this bidding.</p> <p>Also see Item 2 and Schedule 'A' at pages 2 & 3.</p>
13. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>We own 400,000 shares of Sarcee Petroleum Ltd which cost \$460,000.00; at the present market prices the valuation is \$560,000.00 \$225,000.00 90 day Imperial Bank of Canada Deposit Receipts which cost this amount and are interest bearing. 75,000 shares of Flamingo Oils Ltd. (escrowed) which are carried at a value of \$12,000.00. 47,135 shares of Norfield Mines Limited which are carried at the value of \$1.00</p>
14. Brief statement of any lawsuits pending or in process against company or its properties.	None
15. Names and addresses of persons whose shareholdings are large enough to materially affect control of the company.	<p>The present Board of Directors, with C. Douglas Cameron as President, have been able to obtain proxies from Shareholders in sufficient number to have effective control of the Company.</p>
16. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
17. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Refer to Item 2 and Schedule 'A' at pages 2 & 3.
18. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	None
19. Statement of any other material facts and if none, so state.	<p>Stanwell has been, and intends to continue as, primarily an oil and natural gas company. It does not intend to alter the Company's status or character of its business.</p> <p>With \$500,000 used in real estate as outlined in this application, Stanwell would retain the major part of its current assets for use in expanding its petroleum interests. Stanwell's 1958 Net Operating Revenue from oil sales was \$81,469.08. Stanwell's holdings of the shares of Sarcee Petroleum Limited gives Stanwell a healthy interest in petroleum production, both oil and natural gas; Sarcee have expanded their drilling programme on a great number of proven locations in Southern Saskatchewan.</p>

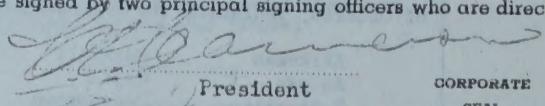
CERTIFICATE OF THE COMPANY

DATED August 12, 1959.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"C.D. Cameron"

"E.E. Noonan"


President CORPORATE
SEAL
Vice-President

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)